

February 21, 2002

By Hand & Electronically

Ms. Marcia Glauberman
Policy and Rules Division
Federal Communications Commission
Room 3A738
455 Twelfth Street, S.W.
Washington, D.C. 20554

Re: **Protective Order – Acknowledgments of Confidentiality,
In the Matter of EchoStar Communications Corporation,
General Motors Corporation, and Hughes Electronics
Corporation, CS Docket No. 01-348**

Dear Ms. Glauberman:

In accordance with paragraph 8 of the Protective Order released on January 9, 2002, please find enclosed executed Acknowledgments of Confidentiality for several of my colleagues who are counsel to Pegasus Communications Corporation in this proceeding. By hand-delivered copies of this letter, we are serving copies of these Acknowledgments upon counsel for each of the transfer applicants today.

If you have any questions, please do not hesitate to contact me at your convenience. Thank you.

Sincerely,



Robert M. Cooper

Enclosures

cc (w/encls): Pantelis Michalopoulos, Steptoe & Johnson, Counsel for EchoStar
Communications Corp.

Gary M. Epstein, Latham & Watkins, Counsel for General Motor
Corporation and Hughes Electronics Corporation

APPENDIX B

Acknowledgment of Confidentiality

I hereby acknowledge that I have received and read a copy of the foregoing Protective Order in the above-captioned proceeding, and I understand it. I agree that I am bound by the Protective Order and that I shall not disclose or use Stamped Confidential Documents or Confidential Information except as allowed by the Protective Order. I acknowledge that a violation of the Protective Order is a violation of an order of the Federal Communications Commission.

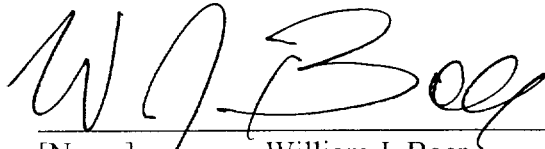
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I hereby certify that I am not involved in "competitive decision-making" as that term is used in the definition of In-House Counsel in paragraph 2 of the Protective Order.

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Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in the Protective Order.

Executed at Washington, D.C. this 20th day of February, 2002.



[Name]	William J. Baer
[Position]	Partner
[Address]	ARNOLD & PORTER 555 Twelfth Street, N.W. Washington, D.C. 20004
[Telephone]	(202) 942-5936

Counsel for Pegasus Communications Corp.

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[Name] Theodore D. Frank

[Position] Partner
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Counsel for Pegasus Communications Corp.

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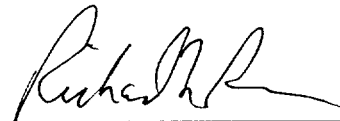
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Counsel for Pegasus Communications Corp.

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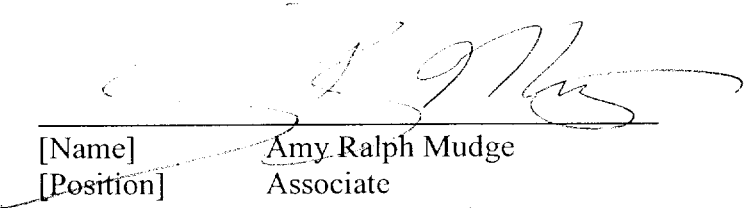
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[Name] Amy Ralph Mudge
[Position] Associate
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Counsel for Pegasus Communications Corp.

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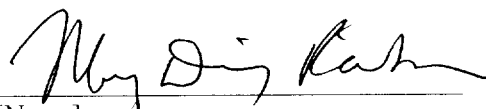
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[Name] Mary Dixon Raibman

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Counsel for Pegasus Communications Corp.

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[Name] Michael L. Sozan

[Position] Associate

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Counsel for Pegasus Communications Corp.

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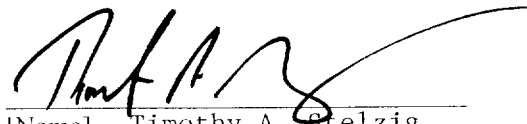
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[Name] Timothy A. Stelzig

[Position] Associate

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Counsel for Pegasus Communications Corp.

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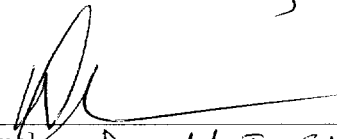
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Executed at Washington, D.C. this 18 day of February, 2002


 [Name] Donald T. Stepka
 [Position] Associate
 [Address] Arnold & Porter
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Washington, D.C. 20004
(202) 942-5887